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IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

IN RE HEWLETT-PACKARD COMPANY
SHAREHOLDER DERIVATIVE LITIGATION

This Document Relates to: All Actions

Master File No. 12-CV-6003 CRB

**STIPULATION OF ALL PARTIES RE:
MOTION TO INTERVENE OF
VINCENT HO; ~~PROPOSED~~ ORDER**

Dept. Courtroom 6, 17th Floor
Judge: Honorable Charles R. Breyer

1 WHEREAS, on June 30, 2014, lead plaintiff in the captioned case moved for preliminary ap-
 2 proval of a settlement agreement (the "Settlement") under which, among other things, HP has agreed
 3 to implement certain governance revisions (the "Governance Revisions"). (Docket # 149, 150).

4 WHEREAS, proposed intervenor Vincent Ho claims that he and his attorneys made material
 5 contributions to the formulation of the Governance Revisions and that they are therefore entitled to
 6 attorneys' fees from HP under the "substantial benefit" doctrine.

7 WHEREAS, HP disputes Ho's allegations and disputes that Ho is entitled to attorneys' fees.

8 WHEREAS, on July 17, 2014, Ho filed a motion to intervene, seeking the right to apply for
 9 an award of attorneys' fees in this Court, and seeking in connection therewith certain changes to the
 10 notice that the parties propose to issue to HP's shareholders as part of the Settlement-approval pro-
 11 cess (the "Notice"). (Docket # 157).

12 WHEREAS, HP intends to oppose Ho's fee application, but has no objection to Ho filing his
 13 application in this Court and, to the contrary, believes that Ho meets the requirements to intervene
 14 and that it would best serve the interests of judicial efficiency for this Court to resolve the fee dispute
 15 at the hearing to determine whether to finally approve the Settlement (the "Fairness Hearing").

16 WHEREAS, HP has conferred with Ho about his request for certain changes to the Notice,
 17 and the parties have agreed to make changes to the Notice in order (1) to describe the Governance
 18 Reforms in more detail and (2) to disclose that Ho will be filing a motion for attorneys' fees and that
 19 HP will be opposing Ho's motion.

20 NOW, THEREFORE, subject to the Court's approval, IT IS HEREBY STIPULATED AND
 21 AGREED, by and among the undersigned parties as well as proposed intervenor Vincent Ho,
 22 through their undersigned counsel of record, as follows:

23 1. Ho is permitted to intervene in the captioned consolidated action for the sole purpose
 24 of moving against HP for an award of attorneys' fees at the Fairness Hearing.

25 2. Consistent with the form of Notice submitted to the Court by the parties contempora-
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neously with this stipulation, the Notice submitted to shareholders will (a) disclose the additional information concerning the Governance Reforms specified by Ho in his motion to intervene; and (b) inform shareholders that Ho intends to file a motion for attorneys' fees in connection with the Governance Reforms and that HP intends to oppose Ho's motion.

3. Ho shall file any motion for attorneys' fees and any papers in support thereof within 35 calendar days before the Fairness Hearing.

4. HP shall file any papers opposing Ho's application for attorneys' fees within 20 calendar days before the Fairness Hearing.

5. Ho shall file any papers in reply to HP's opposition within 7 calendar days before the Fairness Hearing.

6. Within two business days of receipt, HP shall forward to Ho's counsel any objection to the Settlement served on counsel pursuant to paragraphs 12 through 14 of the Preliminary Approval Order.

7. The hearing on Ho's motion to intervene shall be taken off calendar.

8. This stipulation is without prejudice to the arguments of the parties with respect to the merits of Ho's anticipated application for attorneys' fees. HP expressly reserves all rights and arguments in connection therewith, and nothing herein shall be construed as a concession that Ho is entitled to any fees.

IT IS SO STIPULATED.

Dated: July 31, 2014

WACHTELL, LIPTON, ROSEN & KATZ

By: 

MARC WOLINSKY

Attorneys for Defendant
HEWLETT-PACKARD COMPANY

1 Dated: July 31, 2014

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8 Dated: July 31, 2014

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12 Dated: July 31, 2014

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18 Dated: July 31, 2014

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8 Dated: July 31, 2014

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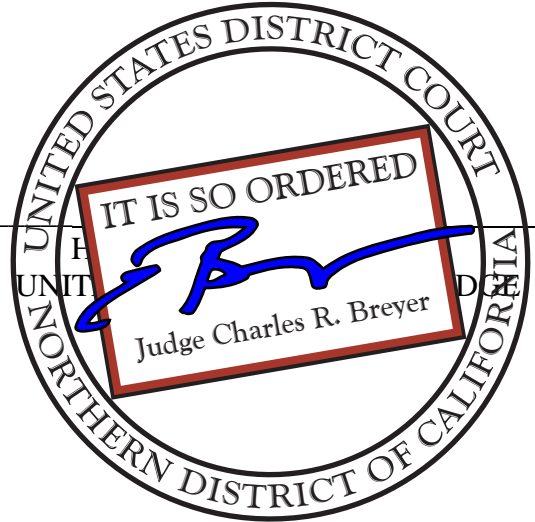
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10 By: /s/ Robert C. Schubert
ROBERT C. SCHUBERT

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12 Attorneys for Proposed Intervenor
VINCENT HO

~~[PROPOSED]~~ ORDER

Pursuant to the foregoing stipulation, and good cause appearing,
IT IS SO ORDERED.

Date: August 1, 2014



ECF ATTESTATION

I, Marc Wolinsky, am the ECF User whose ID and Password are being used to file this Stipulation and [Proposed] Order.

In compliance with Civil Local Rule 5-1(i)(3), I hereby attest that all signatories hereto have concurred in this filing.

Dated: July 31, 2014

WACHTELL, LIPTON, ROSEN & KATZ

By: _____

Marc Wolinsky